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**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

Case No. 2:20-cv-02340-APG-VCF

ANDREW TURESKY, derivatively on behalf
of LAS VEGAS SANDS CORP.,

Plaintiff,

v.

SHELDON G. ADELSON,
PATRICK DUMONT, ROBERT G.
GOLDSTEIN, IRWIN CHAFETZ,
MICHELINE CHAU, CHARLES D.
FORMAN, STEVEN L. GERARD, GEORGE
JAMIESON, CHARLES A. KOPPELMAN,
LEWIS KRAMER, and DAVID F. LEVI,

Defendants,

and

LAS VEGAS SANDS CORP.,

Nominal Defendant.

**STIPULATION AND ~~PROPOSED~~
ORDER TO STAY PROCEEDINGS**

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1 Plaintiff Andrew Turesky (“Plaintiff”), Nominal Defendant Las Vegas Sands Corp.
 2 (“LVSC”), and Defendants Sheldon G. Adelson,¹ Patrick Dumont, Robert G. Goldstein, Irwin
 3 Chafetz, Micheline Chau, Charles D. Forman, Steven L. Gerard, George Jamieson, Charles A.
 4 Koppelman, Lewis Kramer, and David F. Levi (the “Individual Defendants,” together with LVSC,
 5 the “Defendants”), by and through their undersigned counsel, hereby stipulate as follows:

6 WHEREAS, on December 28, 2020, Plaintiff filed a stockholder derivative action on behalf
 7 of Nominal Defendant LVSC in this Court alleging violations of the federal securities laws and
 8 breaches of fiduciary duty, captioned *Turesky v. Adelson et al.*, Case No. 2:20-cv-02340-APG-VCF
 9 (the “Derivative Action”);

10 WHEREAS, the Individual Defendants have agreed to waive service,² while expressly
 11 preserving all other defenses and objections except as to the sufficiency of service of process;

12 WHEREAS, in his Complaint, Plaintiff brings claims asserting, among other things, that
 13 Individual Defendants breached their fiduciary duties by making and/or causing LVSC to make
 14 false and misleading statements, and by causing and/or allowing conduct that was the subject of
 15 the alleged misstatements, and thereby subjected LVSC to damages, including potential liability in
 16 a putative class action brought in the District of Nevada, *The Daniels Family 2001 Revocable Trust*
 17 *v. Las Vegas Sands Corp.*, Case No. 2:20-cv-01958-GMN-EJY (the “Securities Action”), involving
 18 alleged violations of the Securities Exchange Act of 1934 (the “Exchange Act”);

19 WHEREAS, the Securities Action brings claims against LVSC and one current and one
 20 former officer, and alleges breaches of the Exchange Act based on facts substantially similar to
 21 those alleged in the Derivative Action;

22 WHEREAS, the plaintiff in the Securities Action will be filing an amended complaint by
 23

24 ¹ Mr. Adelson recently passed after the filing of this action. Defendants filed the Notice of Death
 25 of Sheldon G. Adelson on February 23, 2021. ECF No. 11. During the pendency of the stay,
 26 Plaintiff anticipates and may follow the appropriate procedure for substitution of party, as set forth
 in Federal Rule of Civil Procedure 25.

27 ² Nominal Defendant LVSC has already been served. On February 1, 2021, this Court granted
 28 Plaintiff and LVSC’s joint motion for extension of time, extending LVSC’s deadline to answer or
 otherwise respond to the complaint to February 24, 2021. ECF No. 10.

1 March 8, 2021, and the defendants in the Securities Action have until May 7, 2021 to respond,
2 including by filing any motion to dismiss. All briefing on the motion to dismiss in the Securities
3 Action is scheduled to be completed by August 5, 2021;

4 WHEREAS, this joint stipulation will promote the efficient and orderly administration of
5 justice by coordinating the Derivative Action with the Securities Action;

6 IT IS HEREBY STIPULATED AND AGREED, by and between Plaintiff and Defendants,
7 through their undersigned counsel, that:

8 1. The Individual Defendants hereby waive service of the summons, pursuant to Rule
9 4(d) of the Federal Rules of Civil Procedure, and accept service of the complaint as of the date of
10 this order.

11 2. The above-captioned action (including all discovery) shall be stayed until 30 days
12 after the final resolution of the motion to dismiss in the Securities Action.

13 3. The parties shall promptly notify each other of any related derivative lawsuits or
14 threatened derivative lawsuits (including books and records demands and litigation demands) that
15 they become aware of.

16 4. If the plaintiff in any related derivative lawsuit refuses to agree to a stay for the same
17 or a longer duration, or in the event that any of the parties to any related derivative lawsuit execute
18 an agreement pertaining to the settlement of that related derivative lawsuit without the parties to
19 the Derivative Action also executing an agreement pertaining to the settlement of the Derivative
20 Action, then Plaintiff may lift the agreed-upon stay upon 30 days' notice via email to the
21 undersigned counsel for Defendants.

22 5. Once the stay of proceedings is lifted, the parties shall meet and confer and submit
23 a proposed scheduling order within 14 days governing further proceedings in the Derivative Action,
24 including the date by which Defendants must answer or otherwise plead. For the avoidance of
25 doubt, Defendants have no obligation to answer or otherwise plead during the pendency of the stay,
26 including to the complaint that has been filed.

6. Defendants agree to provide Plaintiff with reasonable advance notice of any mediation with the plaintiffs in the Securities Action or any formal settlement negotiations with any purported plaintiffs in any related derivative lawsuits or threatened derivative lawsuits, and shall invite Plaintiff to participate therein.

7. During the pendency of the stay, Defendants shall promptly provide Plaintiff with copies of any documents produced to plaintiffs in the Securities Action and in any related derivative lawsuits, including to any plaintiffs who received books and records from LVSC before filing any derivative lawsuits.

8. Prior to the production of any documents by Defendants to Plaintiff, the parties shall enter into a confidentiality agreement and/or protective order.

9. Notwithstanding this stay of the Derivative Action, Plaintiff may file an amended complaint during the pendency of the stay. Defendants shall be under no obligation to respond to any such complaint while the Derivative Action is stayed, unless otherwise ordered by the Court.

10. By entering into this Stipulation, the parties do not waive any rights not specifically addressed herein.

IT IS SO STIPULATED.

Dated: February 23, 2021

**LEVERTY & ASSOCIATES LAW
CHTD.**

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Attorneys for Defendants

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11 **ORDERED**

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13 **I hereby grant this stipulation and stay this case. The parties shall file a status report by**
14 **October 31, 2021, and every six months thereafter until this stay is lifted.**

15 **IT IS SO ORDERED:**

16 Dated: February 24, 2021

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18 _____
19 **ANDREW P. GORDON**
20 **UNITED STATES DISTRICT JUDGE**
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CERTIFICATE OF SERVICE

I hereby certify that on February 23, 2021, I electronically transmitted the foregoing document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to all counsel in this matter; all counsel being registered to receive Electronic Filing.

/s/ Lyndsey Luxford
An employee of Snell & Wilmer L.L.P.

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